

MINUTES OF THE FIRST MEETING OF THE
BOARD OF DIRECTORS
MOONBEAM, INC.

The first meeting of the Board of Directors of Moonbeam, Inc., an Idaho corporation, was held in Boise, Idaho, at 10:30 A.M. on the 27 day of May, 1991, as follows, to-wit:

The undersigned, being the Director of Moonbeam, Inc., an Idaho corporation, consents to the transaction and conduct of any and all business to properly come before the Board.


Mary Fairbanks Constant

Mary Fairbanks Constant, acting chairman, first considered the appointment of officers of the corporation to serve for the next ensuing year, or until successors shall have been duly elected and qualified.

Whereupon, the following person was appointed to the respective offices:

<u>Name:</u>	<u>Office:</u>
Mary Fairbanks Constant	President
Mary Fairbanks Constant	Vice-President
Mary Fairbanks Constant	Secretary/Treasurer

The President then considered the issuance of the stock of the corporation. The following resolution was thereupon adopted.

WHEREAS, It is deemed advisable by the Board of Directors that this corporation offer for sale and issue up to 100,000 shares of the common stock authorized by the Articles of Incorporation, at a par value of \$100.00 per share; and

WHEREAS, There is not now outstanding an offering or portion thereof of this corporation to sell or issue any of its stock;

Federal Communications Commission

Docket No. 93-42 Exhibit No. A 4p9

Presented by Lee Shubert / [unclear]

Disposition { Identified _____
Received 11.15.93
Rejected _____

Reporter A. Welman

Date 11.15.93

NOW, THEREFORE, BE IT RESOLVED That the officers of this corporation are hereby authorized and directed to offer for sale and to sell and issue up to 100,000 shares of the common stock of the corporation for at least \$100.00 per share.

The President next considered the adoption of the By-Laws, the impression of the corporate seal and the stock certificates. The following resolution was thereupon adopted.

BE IT RESOLVED That the Board of Directors of this corporation hereby adopt, approve, accept, ratify and certify the By-Laws, a true and correct copy of which are hereby authorized to be placed in the minute book of the corporation.

BE IT FURTHER RESOLVED That the Board of Directors of this corporation adopt, accept and certify the corporate seal, the impression of which is attached as Exhibit "A" to the organizational minutes of the corporation.

BE IT FURTHER RESOLVED That the Board of Directors of this corporation hereby adopt, approve and accept the share certificates of the corporation, a sample of which is attached to the organizational minutes of the corporation as Exhibit "B."

BE IT FURTHER RESOLVED That the Secretary is hereby directed to take possession of the corporate seal for use and performance of the secretary's duties.

The President then considered the question of adoption of a fiscal year for the corporation.

The following resolution was adopted.

BE IT RESOLVED That the Board of Directors of the corporation hereby adopt as the corporate fiscal year the 12 month period of time ending on each December 31st hereafter, except that the first fiscal year shall end on said date, but because of the date of incorporation, the fiscal year shall be a period shorter than 12 months.

The President then announced that the next order of business would be the consideration of the approval of the sale and issuance of the common stock of the corporation to Mary Fairbanks Constant.

The following resolution was thereupon adopted.

WHEREAS, Mary Fairbanks Constant has tendered to the corporation the sum of \$1,000.00 for the purpose of purchasing shares in the corporation; and

WHEREAS, As the result of the tender of said \$1,000.00, the said Mary Fairbanks Constant is entitled to purchase 10 shares of the common stock of the corporation at the par value of \$100.00 per share; and

WHEREAS, The stock issued hereunder is to be designated as Section 1244 stock pursuant to Section 1244 of the Internal Revenue Code;

NOW, THEREFORE, BE IT RESOLVED, That the officers of the corporation be and the same hereby are authorized, empowered and directed to issue to Mary Fairbanks Constant, 10 shares of the common stock of the corporation.

BE IT FURTHER RESOLVED That the stock so issued pursuant to this resolution be designated Section 1244 stock pursuant to Section 1244 of the Internal Revenue Code.

The President next considered the proposed election by the corporation to be taxed as a small business corporation pursuant to Subchapter S of the Internal Revenue Code of 1954 as amended. The following resolution was thereupon adopted.

WHEREAS, The shareholder of the corporation individually elected, pursuant to §1372(i) of the Internal Revenue Code, to have this corporation treated as "an electing small business corporation" for income tax purposes; and

WHEREAS, The Director has reviewed the status of the corporation and is of the opinion that the corporation qualifies to make such an election by meeting the requirements as set forth in §1371 of the Internal Revenue Code, et. seq.; and

WHEREAS, The Board of Directors having considered the incidents of taxation with respect to this corporation and its shareholder, and having considered the benefits to be derived by the corporation and the shareholder individually, has decided it would be in the best interest of all concerned for the corporation to make such election.

NOW, THEREFORE, BE IT RESOLVED, The Board of Directors of the corporation hereby directs and authorizes its President and/or Secretary to execute on behalf of the corporation form 2553, electing to have the corporation treated as "an electing small business corporation" and to obtain the consent of the shareholder, including any person holding community property interests in shares of stock of the corporation, to file form 2553 in duplicate with the Internal Revenue Service, 1160 West 1200 South Street, Ogden, Utah, 84201, via certified mail, and to perform all other acts necessary to achieve a proper election.

BE IT FURTHER RESOLVED, That the Board of Directors hereby elects the Secretary of the corporation to attach a copy of the fully executed form 2553 as filed to the official minutes of this meeting as Exhibit "I" to be included herein as if set forth in full.

The President then considered the ratification of the acts of the incorporator, Mary Fairbanks Constant, taken for or on behalf of the corporation. The following resolution was thereupon adopted.

BE IT RESOLVED, That the Board of Directors of the corporation declares that all actions of Mary Fairbanks Constant taken for and on behalf of the corporation prior to the actual incorporation of the corporation, are hereby ratified, confirmed and approved.

There being no further business to come before the meeting, the same was adjourned.


Mary Fairbanks Constant,
Secretary